

EXHIBIT A

Supplemental Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Objection Deadline:
January 20, 2025 at 4:00 p.m. (ET)

**SUPPLEMENTAL DISCLOSURE DECLARATION
OF ORDINARY COURSE PROFESSIONAL**

1. I, James L. Rockney, hereby declare that the following is true to the best of my knowledge, information and belief:

2. I am a Partner of Reed Smith LLP (the “Firm”) which maintains offices at 225 Fifth Avenue, Pittsburgh, PA 15222.

3. On December 30, 2024, I submitted the *Disclosure Declaration of Ordinary Course Professional* [Docket No. 582] (the “Original Declaration”) in connection with the OCP

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Order authorizing the Debtors to retain certain professionals in the ordinary course of business during the pendency of the Chapter 11 Cases.²

4. This supplemental declaration is submitted in connection with the OCP Order to supplement the disclosures in the Original Declaration.

5. The Firm disclosed in the Original Declaration that the Firm has represented and advised Debtors Pet Supplies “Plus”, LLC (Case No. 24-12519) and PSP Group, LLC (Case No. 24-12482) (together, the “PSP Debtors”) as corporate counsel with respect to certain privacy counseling and litigation matters, starting in approximately 2018, and that the PSP Debtors have requested, and the Firm has agreed, to continue to provide services to the PSP Debtors pursuant to section 327 of the Bankruptcy Code with respect to such matters.

6. As part of the Original Declaration, the Firm disclosed that it represents (i) STORE Master Funding IV, LLC, as lessor for and the holder of a guarantee from, Buddy’s Newco, LLC, (ii) Edgewood Properties, as lessor for The Vitamin Shoppe, and (iii) Ollie’s Bargain Outlet, as a potential purchaser of assets from the American Freight debtors (collectively, the “Previously Disclosed Clients”).

7. After the Original Declaration was filed, on or around January 2, 2025, the Firm was retained by Commerce Group, as lessor for Debtor Vitamin Shoppe Industries LLC. In addition, by virtue of the magnitude of the Debtors’ potential universe of creditors and the Firm’s clients, the Firm may in the future represent entities and individuals that are creditors of Debtors other than the PSP Debtors in connection with the Chapter 11 Cases (collectively with the Previously Disclosed Clients and Commerce Group, the “Other Clients”).³

² Capitalized terms used but not defined in this supplemental declaration have the meanings given in the Original Declaration.

³ As used in the Original Declaration, the term “Other Clients” shall have the meaning given in this supplemental declaration.

8. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the PSP Debtors' creditors or other parties in interest with respect to the matters upon which it is to be engaged. The Firm's representations of Other Clients are or will be only in connection with matters wholly unrelated to the PSP Debtors, the PSP Debtors' Chapter 11 Cases, and such entities' claims against or interests in the PSP Debtors. The Firm does not and will not represent any such entity in connection with the PSP Debtors' pending Chapter 11 Cases and does not have any relationship with any creditor that would be adverse to the PSP Debtors or their estates.

9. I believe that the Firm's representation of the Other Clients in matters unrelated to the PSP Debtors is not adverse to the PSP Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the PSP Debtors in these Chapter 11 Cases.

10. Except as amended or supplemented by this supplemental declaration, to the best of my knowledge, all other statements set forth in my Original Declaration remain applicable and accurate.

11. The foregoing, together with the Original Declaration, constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 6, 2025

Respectfully submitted,

REED SMITH LLP

By: /s/ James L. Rockney
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